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SURFACE TRANSPORTATION BOARD

July 14, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to Memorandum of Partial Termination of Lease Supplement No. 1 to the Rail Car Lease Agreement, dated as of July 10, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 20892-I and 20892-J.

The names and addresses of the parties to the enclosed document are:

Successor

Lessor:

M&T Credit Services, LLC  
One M&T Plaza  
Buffalo, New York 14240

[Successor

Lessee:

ExxonMobil Oil Corporation (f/k/a Mobil  
Oil Corporation)  
3033 Irving Blvd  
Dallas, Texas 75247]

Anne K. Quinlan, Esq  
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A description of the railroad equipment covered by the enclosed document is:

Document 20892-I is hereby amended by deleting the railcar mark and number MLBX 080076 from line 42 and inserting the railcar mark and number MLBX 080077 in lieu thereof, and

Document 20892-J is hereby amended by deleting the railcar mark and number MLBX 080070 from line 18 and inserting the railcar mark and number MLBX 080079 in lieu thereof, and

A short summary of the document to appear in the index is:

Amendment No. 1 to Memorandum of Partial Termination of Lease  
Supplement No. 1 to the Rail Car Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

JUL 14 '08

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**AMENDMENT NO. 1 TO  
MEMORANDUM OF PARTIAL TERMINATION  
OF LEASE SUPPLEMENT NO. 1  
TO THE RAIL CAR LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

(Surface Transportation Board)

THIS AMENDMENT NO. 1 TO MEMORANDUM OF PARTIAL TERMINATION OF LEASE SUPPLEMENT NO. 1 TO THE RAIL CAR LEASE AGREEMENT (this "Amendment") is given as of this 10<sup>th</sup> day of July, 2008, by M&T CREDIT SERVICES, LLC (the "Lessor"), witnesseth:

A. The Lessor, as successor lessor, and ExxonMobil Oil Corporation, as successor lessee, are parties to that certain Lease Supplement No. 1 to that certain Rail Car Lease Agreement, each dated as of September 30, 1997 (collectively, the "Lease"), and those certain Memorandum of Lease dated as of September 30, 1997 bearing Surface Transportation Board ("STB") Recordation No. 20892 and Memorandum of Lease Supplement No. 1 dated September 30, 1997 bearing STB Recordation No. 20892-B (collectively, the "Memoranda").

B. The Lessor released its lien arising out of the Lease and the Memoranda against the railcars described in Exhibits A attached to and made a part of those certain Memorandum of Partial Termination of Lease Supplement No. 1 to the Rail Car Lease Agreement dated as of June 2, 2008 bearing the STB recordation No. 20892-I (the "June 2, 2008 Memorandum") and Memorandum of Partial Termination of Lease Supplement No. 1 to the Rail Car Lease Agreement dated as of June 16, 2008 bearing the STB recordation No. 20892-J (the "June 16, 2008 Memorandum"), each by the Lessor (collectively, the "Terminated Railcars").

C. The railcar numbers of two of the Terminated Railcars shown on Exhibits A to the June 2, 2008 Memorandum and the June 16, 2008 Memorandum were incorrectly listed.

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor hereto submits the following:

1. Exhibit A to the June 2, 2008 Memorandum is hereby amended by deleting the railcar mark and number MBLX 080076 from line 42 and inserting the railcar mark and number MBLX 080077 in lieu thereof.

2. Exhibit A to the June 16, 2008 Memorandum is hereby amended by deleting the railcar mark and number MBLX 080070 from line 18 and inserting the railcar mark and number MBLX 080079 in lieu thereof.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Lessor has caused this Amendment to be duly executed under seal as of the date first above written.

WITNESS:

M&T CREDIT SERVICES, LLC,

Harry

By: Jeffrey A. Millard (SEAL)  
Jeffrey A. Millard  
Vice President

State of Maryland, City of Baltimore, TO WIT:

On this 10<sup>th</sup> day of July, 2008 before me personally appeared Jeffrey A. Millard, to me personally known, who being by me duly sworn, says that he is the Vice President of M&T CREDIT SERVICES, LLC, that said instrument was signed on behalf of said company, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said company.

IN WITNESS WHEREOF I have set my hand and seal.

HENRYKA W GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 29, 2008

(SEAL)

Henryka W. Grylic Craig  
Notary Public

My Commission Expires